

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In the matter of the application of

THE BANK OF NEW YORK MELLON (as Trustee under
various Pooling and Servicing Agreements and Indenture
Trustee under various Indentures) *et al.*,

Petitioners,

-against-

WALNUT PLACE LLC *et al.*,

Intervenor-Respondents.

Case No. 1:11-cv-05988-WHP

Hon. William H. Pauley

**DECLARATION OF MAX R.
SCHWARTZ IN SUPPORT OF
THE MEMORANDUM OF LAW
OF THE RETIREMENT BOARD
OF THE POLICEMEN'S
ANNUITY AND BENEFIT FUND
OF THE CITY OF CHICAGO**

I, Max R. Schwartz, hereby affirm under penalty of perjury that the following is
true and correct:

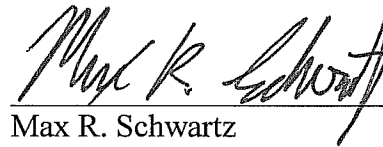
1. I am a member of the Bar of the State of New York, and an associate at
Scott + Scott LLP, attorneys for the Retirement Board of the Policemen's Annuity and
Benefit Fund of the City of Chicago, the Westmoreland County Employee Retirement
System, the City of Grand Rapids General Retirement System and the City of Grand
Rapids Police and Fire Retirement System (collectively "Chicago Police"). I offer this
declaration in support of Chicago Police's Memorandum of Law in response to the
questions posed by the Court at the September 21, 2011 Hearing on the Motion to
Remand.

2. A true and correct copy of a pooling and service agreement for one of the
530 trusts subject to the proposed settlement is attached hereto as Exhibit A.

3. A true and correct copy of the October 18, 2010 letter that Gibbs & Brun sent to Bank of New York Mellon ("BONY"), in its capacity as Trustee, is attached hereto as Exhibit B.

4. A true and correct copy of the Proposed Final Order that BONY filed in connection with the proposed settlement is attached hereto as Exhibit C.

Executed this 27th day of September, 2011, in New York, New York.


Max R. Schwartz